

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 20-12841 (MFW)
(Jointly Administered)

CERTIFICATION OF COUNSEL REQUESTING ENTRY OF ORDER

**(I) AUTHORIZING THE SALE OF ALL OF THE DEBTORS' ASSETS FREE AND
CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS,
(II) AUTHORIZING AND APPROVING THE DEBTORS' PERFORMANCE UNDER
THE STALKING HORSE PURCHASE AGREEMENT, (III) APPROVING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN OF THE DEBTORS' EXECUTORY
CONTRACTS AND UNEXPIRED LEASES RELATED THERETO AND
(IV) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the "Debtors") hereby certifies that:

1. On November 9, 2020, the Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code.
2. On November 9, 2020, the Debtors filed that certain *Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the*

¹ The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 17] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

3. On December 15, 2020, the Debtors filed that certain *Notice of Filing of Proposed Sale Order* [Docket No. 522] (the “**Sale Order**”). On December 22, 2020, the Debtors filed a revised version of the Sale Order [Docket No. 542] (the “**Revised Sale Order**”).

4. On December 23, 2020, the Court commenced a hearing (the “**Hearing**”) to consider, among other things, approval of the Motion as set forth in the Revised Sale Order. The Hearing was continued to December 28, 2020, to provide the Debtors with the opportunity to resolve certain arguments presented and comments made on the record at the Hearing.

5. On December 27, 2020, the Debtors filed a modified version of the Revised Sale Order [Docket No. 558] (the “**Further Revised Sale Order**”), reflecting resolutions reached with certain parties in interest with respect to certain arguments and comments made on the record at the Hearing.

6. The Hearing re-commenced on December 28, 2020. At the Hearing, the Court indicated it would approve the Motion, subject to the Debtors’ submission of a further revised proposed order (the “**Second Further Revised Sale Order**”) to add clarifying language to resolve certain objections and issues raised by certain landlords and other parties in interest, as well as to address an issue raised by the Court on the record at the Hearing.

7. A copy of the Second Further Revised Sale Order is attached hereto as **Exhibit A**. For the convenience of the Court and other interested parties, attached hereto as **Exhibit B** is a

blackline of the Second Further Revised Sale Order, showing changes from the Further Revised Sale Order.

8. The Debtors respectfully request that the Court enter the Second Further Revised Sale Order attached hereto as **Exhibit A** at its earliest convenience. Counsel is available at the request of the Court.

Dated: December 28, 2020

GREENBERG TRAURIG, LLP

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